

Fidelity National Financial, Inc.  
Form 4  
April 01, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIE DAVIS**

2. Issuer Name **and** Ticker or Trading  
Symbol  
Fidelity National Financial, Inc.  
[FNF]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

601 RIVERSIDE AVENUE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/30/2016

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

JACKSONVILLE, FL 32204

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
FNF Group Common Stock	03/30/2016		M		13,127	A	\$ 6.16 95,675
FNF Group Common Stock	03/30/2016		S		13,127	D	\$ 33.941 82,548 (1)
FNF Group Common Stock	03/30/2016		M		11,514	A	\$ 12.2 94,062

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FNF Group Common Stock	03/30/2016	S	11,514	D	\$ 33.97 (2)	82,548	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
FNF Group Stock Option (right To Purchase)	\$ 6.16	03/30/2016		M		13,127		<u>(3)</u>	10/27/2016	FNF Group Common Stock	13,127
FNF Group Stock Option (right To Purchase)	\$ 12.22	03/30/2016		M		11,514		<u>(4)</u>	11/23/2016	FNF Group Common Stock	11,514

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLIE DAVIS 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	X

## Signatures

/s/ Michael L. Gravelle, as  
attorney-in-fact

03/31/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This transaction was executed in multiple trades at prices ranging from \$33.88 to \$34.07. The reporting person hereby undertakes to

- (1) provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the shares sold at each separate price.
- (2) This transaction was executed in multiple trades ranging from \$33.94 to \$34.04. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (3) The options vested in three equal annual installments beginning October 27, 2009.
- (4) The options vested in three equal annual installments beginning November 23, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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